

As filed with the Securities and Exchange Commission on June 29, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 20-F**

- ☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR**
- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2005**
- OR**
- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**
- ☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report \_\_\_\_\_**

Commission File Number: 001-16301

**VIVENDI S.A.**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Republic of France

(Jurisdiction of incorporation or organization)

42 avenue de Friedland  
75380 Paris Cedex 08  
France

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, nominal value €5.50 per share	New York Stock Exchange*
American Depositary Shares (as evidenced by American Depositary Receipts), each representing one share, nominal value €5.50 per share	New York Stock Exchange

\* Listed, not for trading or quotation purposes, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

American Depositary Shares	63,224,034
Ordinary Shares, nominal value €5.50 per share	1,153,477,321

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒Accelerated filer ☐Non-accelerated filer ☐

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 ☐ Item 18 ☒If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

maximum of four years, subject to the provisions of our by-laws (*statuts*) relating to age limits. The following table sets forth the composition of our supervisory board as at the date of this annual report.

Name	Age	Position	Expiration of term(1)
Jean-René Fourtou(2)(3)	67	Chairman of the supervisory board	2008
Henri Lachmann(3)	67	Vice-Chairman and Member of the supervisory board	2008
Claude Bébéar(2)(3)	70	Member of the supervisory board	2008
Gérard Brémond(3)	68	Member of the supervisory board	2008
Fernando Falcó y Fernández de Córdova(3)(5)	67	Member of the supervisory board	2009
Sarah Frank	59	Member of the supervisory board	2009
Paul Fribourg(3)(4)	52	Member of the supervisory board	2006
Gabriel Hawawini(3)(5)	58	Member of the supervisory board	2009
Patrick Kron	52	Member of the supervisory board	2009
Andrzej Olechowski	58	Member of the supervisory board	2009
Pierre Rodocanachi(3)	67	Member of the supervisory board	2008
Karel Van Miert(3)	64	Member of the supervisory board	2008

- (1) Term expires at the annual shareholders' meeting approving the financial statements for the year set forth in this column.
- (2) According to the criteria of the AFEP/Medef report, this member of the supervisory board is not considered independent.
- (3) This member was a director prior to the change of our corporate form and was appointed as member of the supervisory board for the remainder of his term as director.
- (4) On June 7, 2006, Mr. Fribourg resigned from his position at his own request.
- (5) Term of office renewed at the shareholders' meeting held on April 20, 2006.

#### *Biographies of Our Supervisory Board*

**Jean-René Fourtou** was appointed to the board of directors of Vivendi in July 2002 and served as chairman and Chief Executive Officer of Vivendi until April 28, 2005, when he became chairman of the supervisory board. He joined Bossard & Michel as a consultant in 1963. In 1972, he became Chief Operating Officer of Bossard Consultants and chairman and Chief Executive Officer of the Bossard Group in 1977. In 1986, he was appointed chairman and Chief Executive Officer of the Rhône-Poulenc Group. From December 1999 to May 2002, he served as vice-chairman and Chief Operating Officer of Aventis. He is chairman of the supervisory board of the Canal+ Group and a member of the supervisory board of Maroc Telecom. He is the vice-chairman of the supervisory board of AXA and a member of the Executive Committee of AXA Millésimes SAS. Mr. Fourtou is currently a director of NBC Universal, Cap Gemini, Sanofi-Aventis and Nestlé. He is also the honorary chairman of the International Chamber of Commerce. Mr. Fourtou co-chairs the Franco-Moroccan Economic Impetus Group. Since April 2006, Jean-René Fourtou has been a director of Nestlé.

**Henri Lachmann** was appointed to the board of directors of Vivendi in December 2000 and appointed to our supervisory board on April 28, 2005. In 1963, he joined Arthur Andersen, the international auditing firm, where he served successively as auditor, then as manager of the Accounting Review Department. In 1970, he joined the Strafor Facom Group, where he held various management positions until June 1981, when he was appointed Group chairman. Since 1999, after serving as vice-chairman and chairman and Chief Executive Officer, he became chairman of the supervisory board of Schneider Electric Group in May 2006. He is a member of the supervisory board of AXA and director of various AXA subsidiaries. He is also a director of the *Association Nationale des Sociétés par Actions* (ANSA), a member of the supervisory board of the Norbert Dentressangle Group and a non-voting board director (censor) of Fimalac. He is chairman of the Marie Lannelongue Surgical Center.

**Claude Bébéar** was appointed to the board of directors of Vivendi in July 2002 and appointed to our supervisory board on April 28, 2005. Since 1958, his entire career has been spent in the insurance sector. From 1975 to 2000, he headed a group of insurance companies, which became AXA in 1984. Currently, Mr. Bébéar is chairman of the supervisory board of the AXA Group and chairman and Chief Executive Officer of the board of directors of Finaxa. Mr. Bébéar established and chairs the *Institut du Mécénat de Solidarité*, a humanitarian and social welfare organization, as well as the *Institut Montaigne*, an independent political think tank. He is a director of BNP Paribas and various AXA Group subsidiaries and a non-voting board director (censor) of Schneider Electric.

**Gérard Brémont** was appointed to the board of directors of Vivendi in January 2003 and appointed to our supervisory board on April 28, 2005. At the age of 24, he joined a family construction business which builds homes, offices and warehouses. An architecture enthusiast, his meeting with Jean Vuarnet, the Olympic ski champion, led to the creation and development of the mountain resort of Avoriaz in the French Alps. Mr. Brémont developed other resorts, both in the mountains and on the coast, and created the Pierre et Vacances Group. By successively acquiring Orion, Gran Dorado, Center Parcs and Maeva, the Pierre et Vacances Group has become one of the leading tourism operators in Europe. Mr. Brémont founded two communications companies (television and film production). He currently serves as chairman and Chief Executive Officer of Pierre et Vacances SA. He also serves as chairman or director of several Pierre et Vacances Group companies and as a director of Groupe Maeva SAS. He is the chairman and Chief Executive Officer of SA Société d'Investissement Touristique et Immobilier and SA Société d'Investissement Touristique et Immobilier's permanent representative on the Board of directors of Peterhof, SERL, Lepeudry et Grimard, and CFICA. He is the chairman and Chief Executive Officer of GB Développement SA and GB Développement SA's permanent representative on the board of directors of Ciné B. He is also a director of Holding Green BV, a Dutch company and a member of the supervisory board of Center Parcs Europe NV.

**Fernando Falcó y Fernández de Córdoba** was appointed to the board of directors of Vivendi in September 2002 and appointed to our supervisory board on April 28, 2005. He served as chairman of the Organisation and Union of Riesgos del Tiétar and of Real Automóvil Club de España for 27 years, chairman of the Group Vins René Barbier, Conde de Caralt et Segura Viudas, vice-chairman of Banco de Extremadura and as a member of the board of directors of various companies. Mr. Falcó has established and managed various agricultural businesses, as well as family businesses involved in the export of agricultural products. He contributed to the creation of services and safety measures for motorists with the implementation of technical assistance and travel assistance services in Spain, Europe and throughout the world. In this capacity, he represented Spain on the FIA (International Automobile Federation) as well as on the AIT (International Tourism Alliance). Mr. Falcó is a member of the Spanish Higher Council for traffic and road safety (Ministry of the Interior) and is part of the Group for Urban Mobility (Madrid). Until 2002, he was vice-chairman of the World Council for Tourism and Motoring of the FIA, which is headquartered in Paris. In June 1998, he was appointed chairman of the AIT based in Geneva, a position he held until 2001. Mr. Falcó is a member of the Regional Council of the ASEPEYO of Madrid. He currently serves as director of Fomento de Construcciones y Contratas (FCC) and FCC Construcción. He is director and vice-chairman of the Executive Committee of Sogecable, vice-chairman of Canal Digital+, director of Vinexco (Falcó Group) and director of Realia.

**Sarah Frank** was appointed to the supervisory board of Vivendi on April 28, 2005. From 1990 to 1997, Ms. Frank was chairman and Chief Executive Officer of BBC Worldwide Americas, a subsidiary of the British television channel, BBC, for North and South America. In 1993, the American magazine, USA Today, named her one of the 25 most influential people in American television. In 1994, she received the Matrix award presented by the New York Women in Communications Association. Ms. Frank was Vice-President and Director of Education at Thirteen/WNET New York, a flagship public television station in New York City, where she directed the educational programs of the station. She created a television series aimed at helping teenagers understand the consequences of the events on September 11, 2001, as well as a website for parents and teachers called *Dealing with the Tragedy*. She has contributed to the expansion of the National Teacher Training Institute, a nationwide program to promote the integration of new technology into classroom curricula. Most recently, she co-produced with WGBH *They Made America*, a documentary series based on the book by Sir Harold Evans. Ms. Frank serves on the boards of The Foundation of the New York Chapter of

the National Academy of Television Arts and Sciences, Branded Media Corporation, Inc. and the Coalition for Quality Children's Media. She is a member of the New York Women's Forum and a member of the Leadership Committee of the University of Michigan UROP program.

**Paul Fribourg** was appointed to the board of directors of Vivendi in January 2003 and appointed to our supervisory board on April 28, 2005. He is chairman and Chief Executive Officer of ContiGroup Companies (formerly Continental Grain Company), a private company with French and Belgian roots, that has diverse agribusiness activities. Since the age of 26, he has held several management positions in this company, both in Europe and the United States. He is a member of the US Council on Foreign Relations and a director of the Park East Synagogue, The Browning School, New York University, Nightingale-Bamford School, America-China Society, Loews Corporation, Appeal of Conscience Foundation, Endeavor Global, Inc. He is chairman of The Lauder Institute/ Wharton Business School, member of the JP Morgan National Advisory Board, member of Rabobank International North American Agribusiness's advisory board and a director of Deans' Advisors at Harvard Business School.

**Gabriel Hawawini** was appointed to the board of directors of Vivendi in May 2003 and appointed to our supervisory board on April 28, 2005. He is Professor of Investment Banking of INSEAD in Fontainebleau, France, where he currently serves as Dean. Before joining INSEAD, he taught at New York and Columbia universities from 1974 to 1982. Mr. Hawawini was vice-chairman of the French Finance Association from 1984 to 1986 and served on editorial committees for several university publications. He is the author of twelve books, and over seventy research publications about management based on value creation, risk appraisal, asset valuation, portfolio management and the structure of financial markets. Among other publications, he is the author of *Mergers and Acquisitions in the US Banking Industry*, published by North Holland in 1991 and *Finance for Executives: Managing for Value Creation* (South Western Publishing, 2002) which is in its second edition. He has advised many private companies on the implementation of management systems based on value creation. Since 1982, he has organized, directed and participated in several programs to improve management methods worldwide.

**Patrick Kron** was appointed to the supervisory board of Vivendi on April 28, 2005. He began his career at the French Ministry of Industry between 1979 and 1984 before joining the P  chiney Group. From 1984 to 1988, Patrick Kron held operational responsibilities in one of P  chiney's most important factories in Greece before becoming Chief Operating Officer of P  chiney's subsidiary in Greece. Between 1988 and 1993, he held several senior operational and financial positions in the aluminum processing division within P  chiney and then became chairman and Chief Executive Officer of P  chiney Electrom  tallurgie. In 1993, he became a member of the Executive Committee of P  chiney and was appointed chairman of Carbone Lorraine from 1993 to 1997. From 1995 to 1997, he managed the Food, Health and Beauty Care Packaging Sector of P  chiney and held the position of Chief Operating Officer of American National Can in Chicago (USA). From 1998 to 2002, Patrick Kron was chairman of the management board of Imerys before joining Group Alstom as Director on July 24, 2001 and Chief Operating Officer on January 1, 2003. He has been the chairman and Chief Executive Officer of Alstom since March 11, 2003. He is a director of Imerys and a director of the association *Les Arts Florissants William Christie*.

**Andrzej Olechowski** was appointed to the supervisory board of Vivendi on April 28, 2005. He was Deputy Governor of the National Bank of Poland from 1989 to 1991. He held various functions in the Polish government: in 1991, he was appointed Secretary of State to the Trade Ministry, in 1992, Minister of Finance, and from 1993 to 1995, Minister of Foreign Affairs, a period during which he served as economic advisor to President Lech Walesa. From 1994 to 1998, Mr. Olechowski served as chairman of the City Council of Wilan  w. In 2000, he was a candidate in the Presidential elections in Poland. In 2001, he was one of the creators of the Civic Platform, a Polish centrist political party. From May 1998 to June 2000, Mr. Olechowski served as chairman of Bank Handlowy w Warszawie, of which he is currently a member of the supervisory board. He sits on the boards of several public, charitable and educational foundations, since 1995 he has served as a consultant for Central Europe Trust Polska. Mr. Olechowski is a lecturer at the Jagiellonian University in Krakow and the Collegium Civitas in Warsaw. He is the author of numerous publications on international trade and foreign policy. He is a director of Euronet, a member of the supervisory board of Bank Handlowy w Warszawie, vice-chairman of the supervisory board of PKN Orlen, a member of the Interna-